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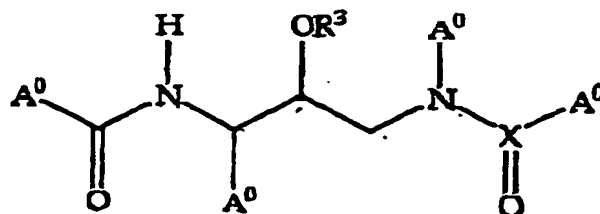
REITSTOETTER & PARTNER

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Claims:

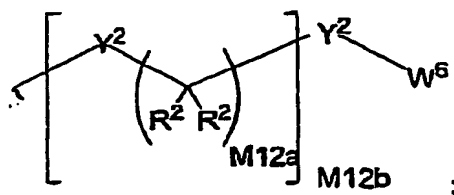
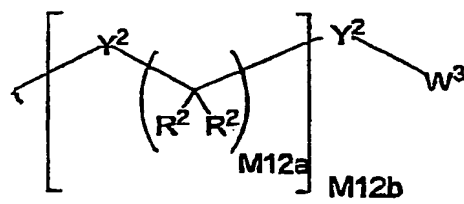
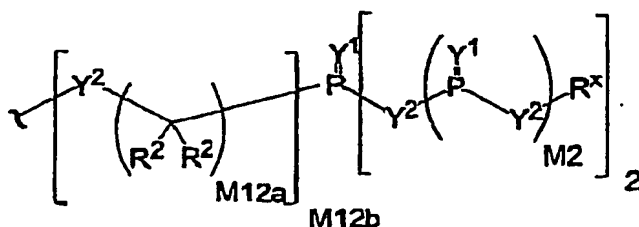
1. A compound of the Formula:



X = C, SO

II

wherein:

A⁰ is A¹, A² or W³ with the proviso that the compound includes at least one A¹;A¹ is:A² is:A³ is:

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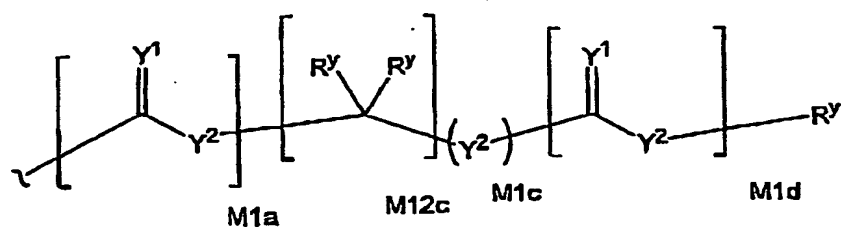
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Y^1 is independently O, S, $N(R^x)$, $N(O)(R^x)$, $N(OR^x)$, $N(O)(OR^x)$,
or $N(N(R^x)(R^x))$;

Y^2 is independently a bond, O, $N(R^x)$, $N(O)(R^x)$, $N(OR^x)$, $N(O)(OR^x)$,
 $N(N(R^x)(R^x))$, $-S(O)_{M2-}$, or $-S(O)_{M2-}S(O)_{M2-}$;

5 R^x is independently H, R^1 , W^3 , a protecting group, or the formula:



R^y is independently H, W^3 , R^2 or a protecting group;

10 R^1 is independently H or an alkyl of 1 to 18 carbon atoms;

R^2 is independently H, R^1 , R^3 or R^4 wherein each R^4 is independently
substituted with 0 to 3 R^3 groups, or taken together at a carbon atom, two R^2
groups form a ring of 3 to 8 carbons and the ring may be substituted with 0 to
3 R^3 groups;

15 R^3 is R^{3a} , R^{3b} , R^{3c} or R^{3d} , provided that when R^3 is bound to a
heteroatom, then R^3 is R^{3c} or R^{3d} ;

R^{3a} is F, Cl, Br, I, -CN, N_3 or $-NO_2$;

R^{3b} is Y^1 ;

20 R^{3c} is $-R^x$, $-N(R^x)(R^x)$, $-SR^x$, $-S(O)R^x$, $-S(O)_2R^x$, $-S(O)(OR^x)$, $-S(O)_2(OR^x)$,
 $-OC(Y^1)R^x$, $-OC(Y^1)OR^x$, $-OC(Y^1)(N(R^x)(R^x))$, $-SC(Y^1)R^x$, $-SC(Y^1)OR^x$,
 $-SC(Y^1)(N(R^x)(R^x))$, $-N(R^x)C(Y^1)R^x$, $-N(R^x)C(Y^1)OR^x$, or -
 $N(R^x)C(Y^1)(N(R^x)(R^x))$;

R^{3d} is $-C(Y^1)R^x$, $-C(Y^1)OR^x$ or $-C(Y^1)(N(R^x)(R^x))$;

25 R^4 is an alkyl of 1 to 18 carbon atoms, alkenyl of 2 to 18 carbon atoms,
or alkynyl of 2 to 18 carbon atoms;

R^5 is R^4 wherein each R^4 is substituted with 0 to 3 R^3 groups;

W^3 is W^4 or W^5 ;

W^4 is R^5 , $-C(Y^1)R^5$, $-C(Y^1)W^5$, $-SO_2R^5$, or $-SO_2W^5$;

30 W^5 is carbocycle or heterocycle wherein W^5 is independently substituted
with 0 to 3 R^2 groups;

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W^6 is W^3 independently substituted with 1, 2, or 3 A^3 groups;

W^7 is a heterocycle bonded through a nitrogen atom of said heterocycle and independently substituted with 0, 1 or 2 A^0 groups;

M2 is 0, 1 or 2;

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M12a is 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 or 12;

M12b is 0, 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 or 12;

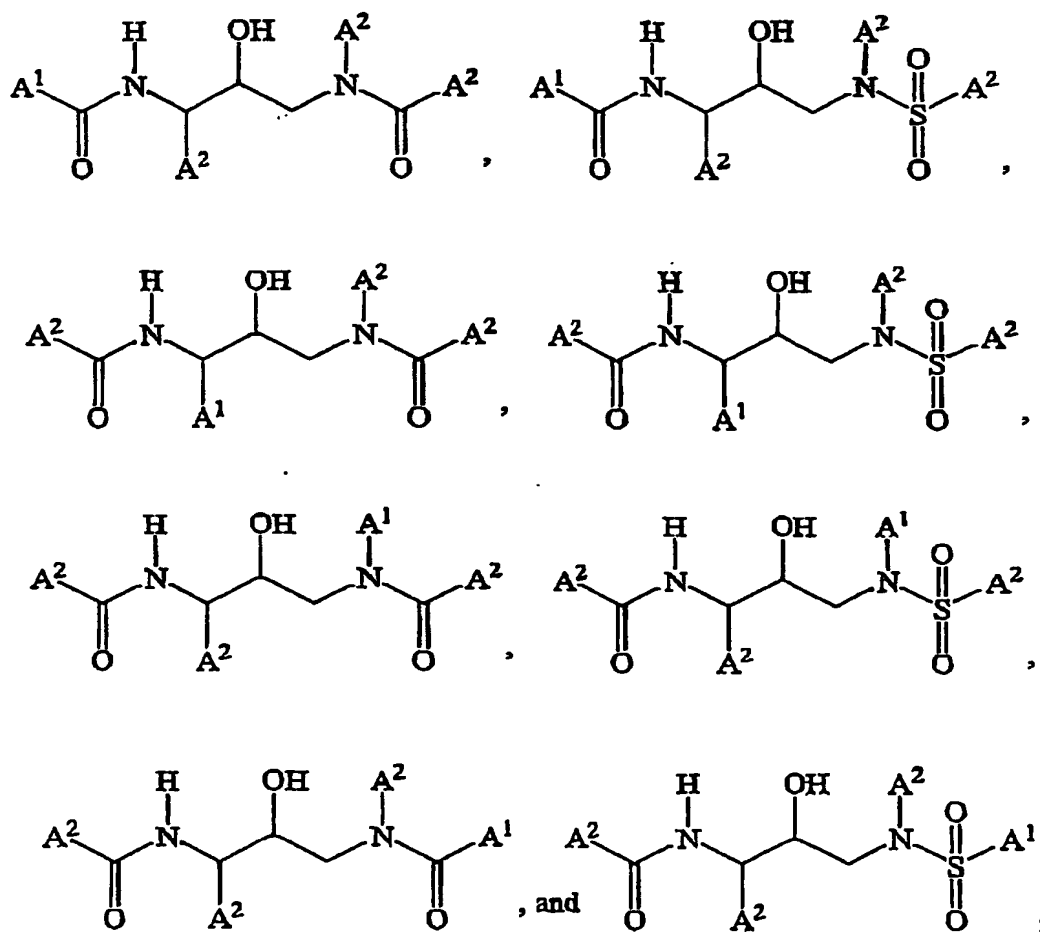
M1a, M1c, and M1d are independently 0 or 1; and

M12c is 0, 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 or 12, and

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the enantiomers and diastereomers, as well as the physiologically acceptable salts and prodrugs thereof.

2. A compound of claim 1 selected from:



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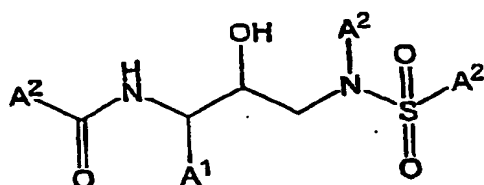
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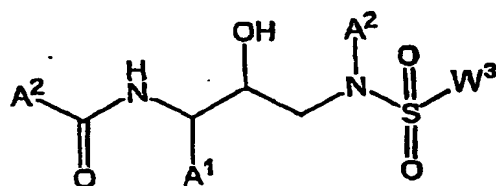
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3. A compound of claim 2 having the formula:



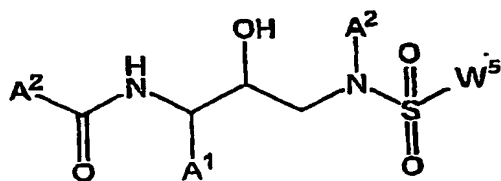
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4. A compound of claim 1 having the formula:



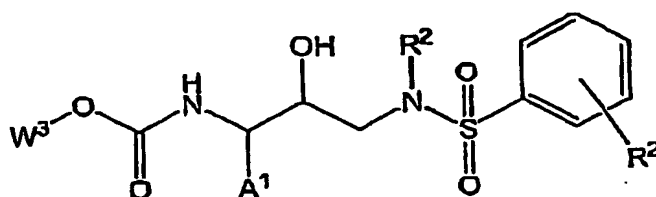
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5. The compound of claim 4 having the formula:



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6. A compound of claim 5 having the formula:



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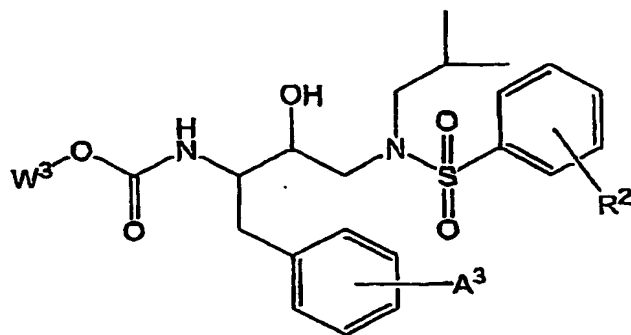
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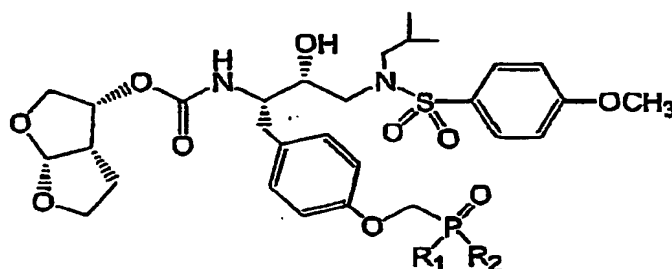
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7. A compound of claim 6 having the formula:



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8. A compound of claim 7 having the formula:

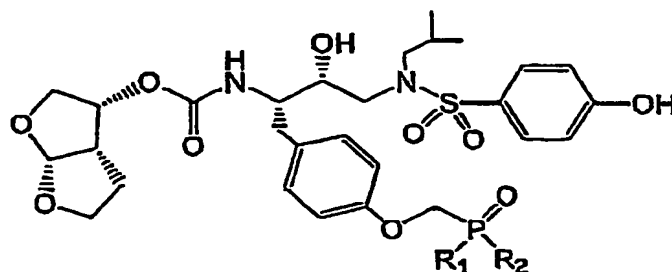


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wherein R_1 and R_2 are independently selected from hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, benzyloxy, and O-pivaloyloxymethyl.

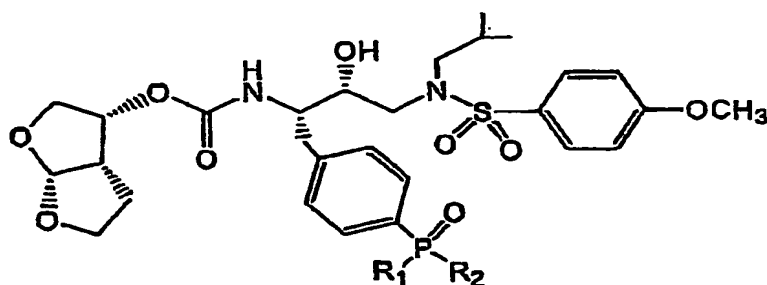
9. A compound of claim 7 having the formula:

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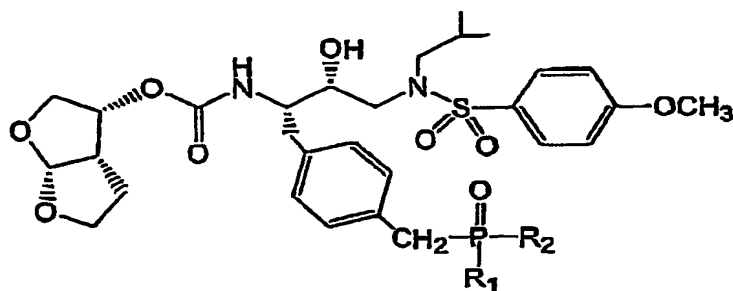
wherein R_1 and R_2 are independently selected from hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, benzyloxy, and O-pivaloyloxymethyl.

- 5 10. A compound of claim 7 having the formula:



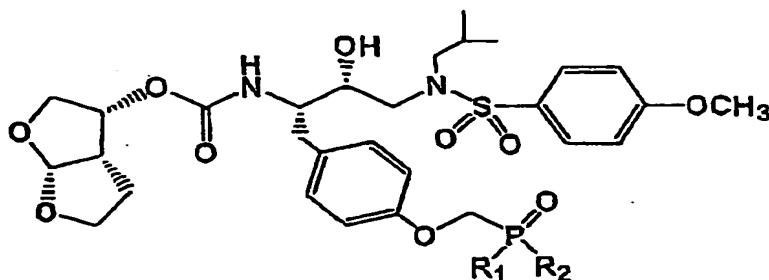
- 10 wherein R_1 and R_2 are independently selected from hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, benzyloxy, and O-pivaloyloxymethyl.

11. A compound of claim 7 having the formula:



- 15 wherein R_1 and R_2 are independently selected from hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, benzyloxy, and O-pivaloyloxymethyl.

12. A compound of claim 7 having the formula:



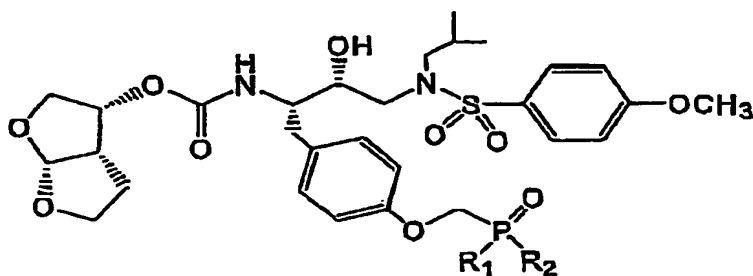
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wherein R_1 and R_2 are independently selected from $-NR$ where R is C_1-C_8 alkyl or an amino acid ester.

13. The compound of claim 12 wherein R_1 and R_2 are independently selected from $-NMe$, $-NEt$, $Gly-Et$, $Ala-Et$, $Aba-Er$, $Val-Et$, $Leu-Et$, $Phe-Bu$, and $Phe-Et$.

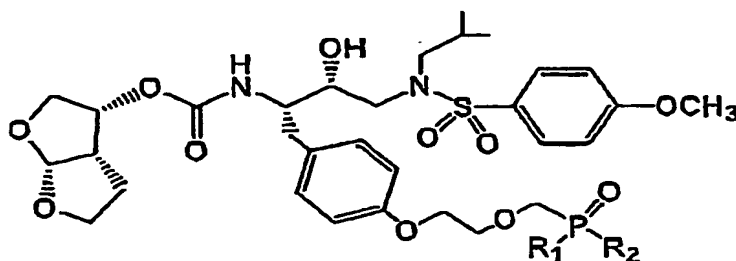
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14. A compound of claim 7 having the formula:



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or



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wherein R_1 and R_2 are independently selected from hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, benzyloxy, O-pivaloyloxymethyl, and a lactate ester.

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15. The compound of claim 14 wherein R_1 is hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, substituted phenoxy or benzyloxy; and R_2 is Glc-Et, Lac-Me, Lac-Et, Lac-iPr, Lac-Bu, Lac-EtMor, Lac-Me, Lac-Et, Lac-Bn, Lac-Bn, Lac-OH, Lac-OH, Hba-Et, Hba-tBu, Hba-OH, MeBut-Et, or DiMePro-Me.

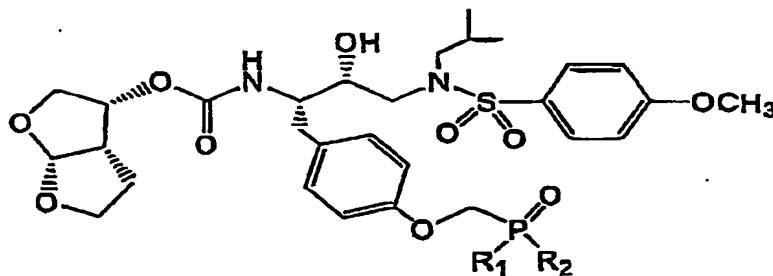
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16. A compound of claim 15 where the lactate ester is the (R) configuration.

17. A compound of claim 15 where the lactate ester is the (S) configuration.

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18. A compound of claim 7 having the formula:



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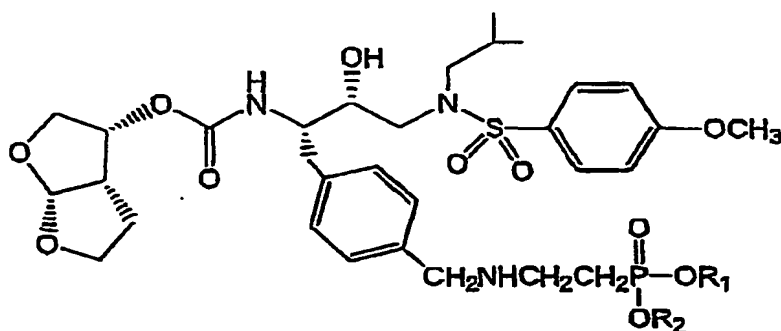
wherein R_1 is phenoxy, benzyloxy, ethoxy, trifluoroethoxy, or hydroxyl; and R_2 is an amino acid ester.

19. The compound of claim 18 wherein the amino acid ester is selected from Gly-Bu, Ala-Me, Ala-Et, Ala-iPr, (D)Ala-iPr, Ala-Bu, Aba-Et, Aba-Bu, and Ala-OH.

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20. A compound of claim 7 having the formula:

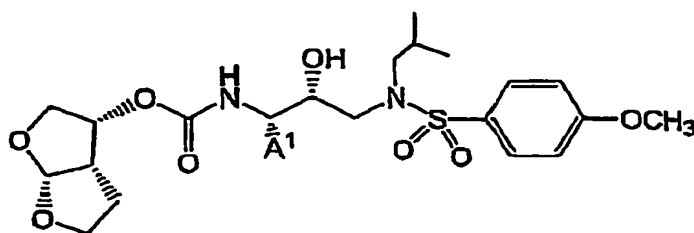


5 wherein R_1 and R_2 are independently selected from hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, benzyloxy, O-pivaloyloxy-methyl, an amino acid ester and a lactate ester.

21. The compound of claim 20 wherein R_1 is hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, substituted phenoxy or benzyloxy; and R_2 is a lactate ester selected from Glc-Et, Lac-Me, Lac-Et, Lac-iPr, Lac-Bu, Lac-EtMor, Lac-Me, Lac-Et, Lac-Bn, Lac-Bn, Lac-OH, Lac-OH, Hba-Et, Hba-tBu, Hba-OH, MeBut-Et, and DiMePro-Me.

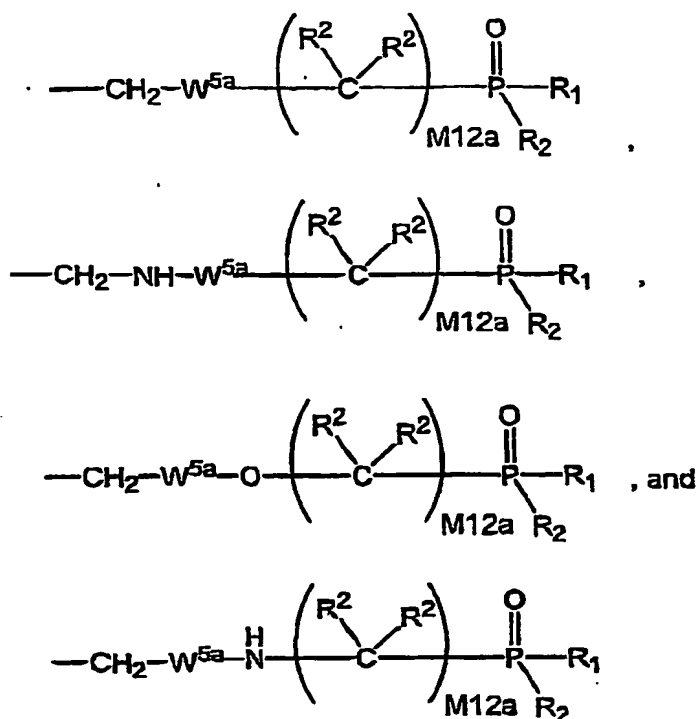
22. The compound of claim 20 wherein R_1 is hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, substituted phenoxy or benzyloxy; and R_2 is an amino acid ester selected from Gly-Bu, Ala-Me, Ala-Et, Ala-iPr, (D)Ala-iPr, Ala-Bu, Aba-Et, Aba-Bu, and Ala-OH.

23. A compound of claim 1 having the formula:



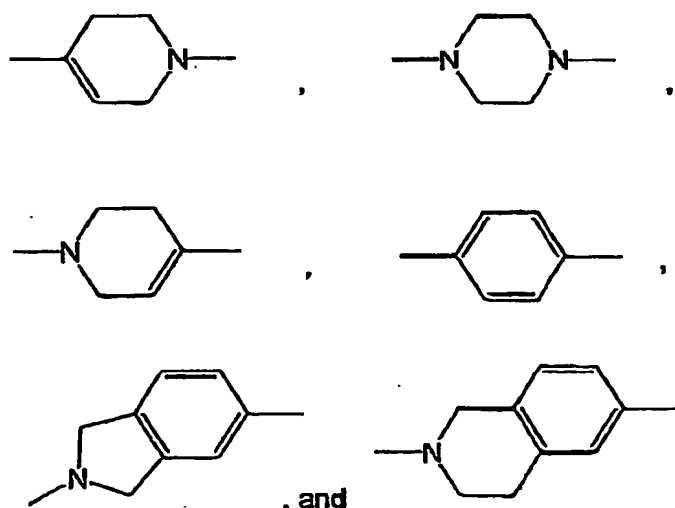
wherein A^1 is selected from the formulas:

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R_1 and R_2 are independently selected from hydroxy, methoxy, ethoxy, trifluoroethoxy, isopropoxy, phenoxy, benzyloxy, O-pivaloyloxymethyl, an amino acid ester and a lactate ester; and

W^{5a} is selected from the formulas:



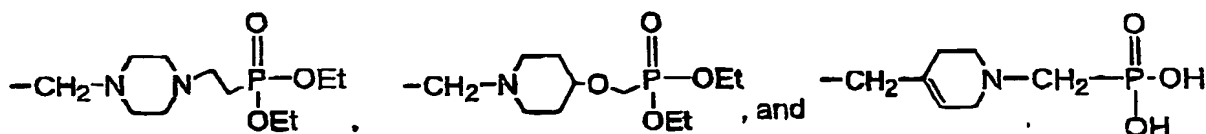
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24. A compound of claim 23 wherein A¹ is selected from the formulas:



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25. The use of a compound according to any one of claims 1 to 24 in the manufacture of a medicament for the treatment of HIV infection.

10 26. The use of a compound according to any one of claims 1 to 24 in the manufacture of a medicament for the treatment of disorders affecting white blood cells.

15 27. A pharmaceutical composition comprising a compound according to anyone of claims 1 to 24 and conventional carriers and excipients.